

EXHIBIT D

FILEDIN CLERKS OFFICE
U.S. DISTRICT COURT

N.Y.

★ FEB 12 2003 ★
P.M. _____
TIME A.M. _____UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

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CV-02-1510 (CPS)

In re Gilat Satellite Networks Ltd.

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Court **PROPOSED ORDER**

WHEREAS, there were competing motions for appointment of lead plaintiff and approval of lead counsel;

WHEREAS, all movants, except for Leumi PIA Sector Fund, Leumi PIA World Fund and Leumi PIA Export Fund (the "Leumi PIA Plaintiffs Group"), withdrew their motions;

WHEREAS, on May 28, 2002, an Amended Motion of the Leumi PIA Plaintiffs Group to Consolidate the Related Actions, Appoint Lead Plaintiff and Approve Lead Plaintiff's Selection of Lead Counsel was filed, which replaced the Law Offices of Jacob Sabo ("Sabo") with Bernstein Liebhard & Lifshitz, LLP as one of the proposed co-lead counsel (the "Amended Motion");

WHEREAS, the Amended Motion was unopposed; and

WHEREAS, by order, dated January 15, 2003 (the "January 15 Order"), this Court: (1) consolidated all related actions identified in the January 15 Order, (2) appointed Leumi PIA Sector Fund, Leumi PIA World Fund and Leumi PIA Export Fund as co-lead plaintiffs, and (3) appointed Glancy & Binkow LLP, Cohen, Milstein, Hausfeld & Toll, P.L.L.C., and Sabo as co-lead counsel;

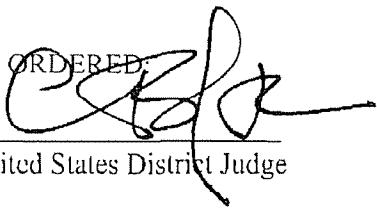
Now, therefore, it is ORDERED THAT:

1. The January 15 Order is modified to substitute Bernstein Liebhard & Lifshitz, LLP for Sabo, who, along with Glancy & Binkow LLP and Cohen Milstein Hausfeld & Toll, P.L.L.C., shall serve as co-lead counsel for lead plaintiffs and the proposed class.
2. All other provisions of the January 15 Order shall remain in full force and effect.

Dated: Brooklyn, New York

January 29 2003

SO ORDERED:


United States District Judge